

EXHIBIT "A"
BID FORM

TO: Federal Deposit Insurance Corporation
1601 Bryan St. - Suite 32128
Dallas, Texas 75201

Attention: Manager - Franchise Marketing
Division of Resolutions and Receiverships

David L. Payne, Chairman, President & CEO
Westamerica Bank

FROM:

BID FOR: County Bank
Merced, California (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a (i) Purchase and Assumption Agreement (Whole Bank), (ii) Purchase and Assumption Agreement or (iii) a Loan Sale Agreement.

This is bid number 1
of 1 bids submitted.

I. Whole Bank Purchase and Assumption Transaction with Loss Sharing

The Potential Acquirer is: Westamerica Bank,
San Rafael, California
(Name, City, State)

For this Whole Bank Transaction, the Purchase and Assumption (Whole Bank), the bid is the dollar amount representing the First Loss Amount that the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank. If no bid is made for a transaction, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.**

The bid amount is:

All Deposits and Unsecured Liabilities \$ NO BID

All Deposits \$ -0- (zero bid)

Insured Deposits Only \$ NO BID

This is bid number 1
of 1 bids submitted.

II. Purchase and Assumption Bid NO BID

The Potential Acquirer is: _____
(Name, City, State)

The following options are to be selected by the Potential Acquirer. Each Section must have an option designated. Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids **must** be included in parenthesis "()".

A. Deposit Franchise Transaction :

The bid amount is:

All Deposits* _____ **% of Assumed Deposits.**

Insured Deposits Only _____ **% of Assumed Deposits.**

*All Deposits (including Brokered Deposits) will be assumed; bid premium is calculated on All Deposits less Brokered Deposits.

B. Loan Pool Purchase with the Deposit Franchise

<u>Pool #</u>	<u>Description of Pool</u>	<u>Bid</u>
	Single Family Residential	_____ % of Book Value
	Mobile Homes	_____ % of Book Value
	Assignments	_____ % of Book Value
	Commercial Land	_____ % of Book Value
	Agriculture	_____ % of Book Value
	Residential Land	_____ % of Book Value
	Consumer	_____ % of Book Value
	Commercial and Industrial	_____ % of Book Value
	Commercial Real Estate – Income Producing	_____ % of Book Value

This is bid number <u> 1 </u> of <u> 1 </u> bids submitted.
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- Exercise the option to purchase certain or all Loan Pools
- Bids on the Loan Pools **are** linked to the deposit franchise bid.
- Bids on the Loan Pools **are not** linked to the deposit franchise bid.

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to the deposit franchise bid.

- Waive the option to purchase certain or all Optional Loan Pools

This is bid number 1
of 1 bids submitted.

III. Loan Pool Purchase NO BID

The Potential Acquirer is: _____
(Name, City, State)

Loan Pools

<u>Pool #</u>	<u>Description of Pool</u>	<u>Bid</u>
	Single Family Residential	<u>% of Book Value</u>
	Mobile Homes	<u>% of Book Value</u>
	Assignments	<u>% of Book Value</u>
	Commercial Land	<u>% of Book Value</u>
	Agriculture	<u>% of Book Value</u>
	Residential Land	<u>% of Book Value</u>
	Consumer	<u>% of Book Value</u>
	Commercial and Industrial	<u>% of Book Value</u>
	Commercial Real Estate – Income Producing	<u>% of Book Value</u>

A. Note: Linked Bids

Bids on the above Loan Pools:

- are** linked to *each other*
 are not linked to *each other*

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to each other.

This is bid number <u> 1 </u> of <u> 1 </u> bids submitted.
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IV. Resulting Institution Information (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

 X bank
 thrift

(ii) the resulting financial institution

 will
 X will not
 involve a de novo institution

(iii) the resulting financial institution

 X will
 will not
 be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

 Westamerica Bank

and such institution will be a:

 national bank
 state member bank
 X state non member bank
 federal savings bank
 state savings bank
 federal savings and loan association
 state savings and loan association
 other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: _____

This is bid number 1
of 1 bids submitted.

Address of holding company: _____

The holding company will be a:

- bank holding company
- thrift holding company

V. Contact

The following person is the designated contact person for the Potential Acquirer:

Name: David L. Payne

Title: Chairman, President & CEO

Address: 4550 Mangels Blvd., A-2M
Fairfield, CA 94534-4082

Telephone: (707) 863-6805 (office)
_____ (other)

Facsimile: (707) 863-6815

cc: Name: _____

VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and

This is bid number 1
of 1 bids submitted.

representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer

Westamerica Bank

By:

David L. Payne
(signature)

Name:

David L. Payne

Title:

Chairman, President & CEO

Date:

February 3, 2009

EXHIBIT "A"
BID FORM

TO: Federal Deposit Insurance Corporation
1601 Bryan St. - Suite 32128
Dallas, Texas 75201

Attention: Manager - Franchise Marketing
Division of Resolutions and Receiverships

FROM: U.S. Bank National Association, Minneapolis, MN

BID FOR: County Bank
Merced, California (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a (i) Purchase and Assumption Agreement (Whole Bank), (ii) Purchase and Assumption Agreement or (iii) a Loan Sale Agreement.

This is bid number 1
of 1 bids submitted.

I. Whole Bank Purchase and Assumption Transaction with Loss Sharing

The Potential Acquirer is: U.S. Bank National Association Minneapolis, MN
(Name, City, State)

For this Whole Bank Transaction, the Purchase and Assumption (Whole Bank), the bid is the dollar amount representing the First Loss Amount that the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank. If no bid is made for a transaction, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.**

The bid amount is:

All Deposits and Unsecured Liabilities \$ (130,000,000)*.

All Deposits \$ _____.

Insured Deposits Only \$ _____.

*Our bid assumes a net asset value of \$20,000,000 at close. A different net asset value at close will change our first loss bid amount on a "dollar-for-dollar" basis. For example, if the net asset value at close is \$30,000,000, our bid amount adjusts to (\$120,000,000), if the net asset value at close is 10,000,000, our bid amount adjusts to (\$140,000,000).

This is bid number _____
of _____ bids submitted.

II. Purchase and Assumption Bid

The Potential Acquirer is: _____
(Name, City, State)

The following options are to be selected by the Potential Acquirer. Each Section must have an option designated. Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

A. Deposit Franchise Transaction :

The bid amount is:

All Deposits* _____ **% of Assumed Deposits.**

Insured Deposits Only _____ **% of Assumed Deposits.**

*All Deposits (including Brokered Deposits) will be assumed; bid premium is calculated on All Deposits less Brokered Deposits.

B. Loan Pool Purchase with the Deposit Franchise

<u>Pool #</u>	<u>Description of Pool</u>	<u>Bid</u>
	Single Family Residential	% of Book Value
	Mobile Homes	% of Book Value
	Assignments	% of Book Value
	Commercial Land	% of Book Value
	Agriculture	% of Book Value
	Residential Land	% of Book Value
	Consumer	% of Book Value
	Commercial and Industrial	% of Book Value
	Commercial Real Estate – Income Producing	% of Book Value

This is bid number _____
of _____ bids submitted.

- Exercise the option to purchase certain or all Loan Pools
- Bids on the Loan Pools are linked to the deposit franchise bid.
- Bids on the Loan Pools are **not** linked to the deposit franchise bid.

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to the deposit franchise bid.

- Waive the option to purchase certain or all Optional Loan Pools

This is bid number _____
of _____ bids submitted.

III. Loan Pool Purchase

The Potential Acquirer is: _____
(Name, City, State)

Loan Pools

<u>Pool #</u>	<u>Description of Pool</u>	<u>Bid</u>
	Single Family Residential	% of Book Value
	Mobile Homes	% of Book Value
	Assignments	% of Book Value
	Commercial Land	% of Book Value
	Agriculture	% of Book Value
	Residential Land	% of Book Value
	Consumer	% of Book Value
	Commercial and Industrial	% of Book Value
	Commercial Real Estate – Income Producing	% of Book Value

A. Note: Linked Bids

Bids on the above Loan Pools:

- are** linked to *each other*
- are not** linked to *each other*

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to each other.

This is bid number 1
of 1 bids submitted.

IV. Resulting Institution Information (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

X bank
 thrift

(ii) the resulting financial institution

will
 X will not
involve a de novo institution

(iii) the resulting financial institution

X will
 will not
be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

U.S. Bank National Association

and such institution will be a:

- X national bank
- state member bank
- state non member bank
- federal savings bank
- state savings bank
- federal savings and loan association
- state savings and loan association
- other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: _____

This is bid number _____ of _____ bids submitted.
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Address of holding company: _____

The holding company will be a:

_____ bank holding company
_____ thrift holding company

V. Contact

The following person is the designated contact person for the Potential Acquirer:

Name: Daniel Good

Title: Vice President

Address: 800 Nicollet Mall

Minneapolis, MN 55402-4302

Telephone: 612-303-4306 (office)

_____ (other)

Facsimile: 612-303-4801

cc: Name: _____

VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and

This is bid number 1
of 1 bids submitted.

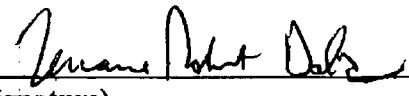
representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer

U.S. Bank National Association

By: 
(signature)

Name: Terrance R. Dolan

Title: Executive Vice President & Controller

Date: 2/3/2009

EXHIBIT "A"
BID FORM

TO: Federal Deposit Insurance Corporation
1601 Bryan St. - Suite 32128
Dallas, Texas 75201

Attention: Manager - Franchise Marketing
Division of Resolutions and Receiverships

FROM: Rabobank, N.A.

BID FOR: County Bank
Merced, California (the "Bank")

The undersigned Potential Acquirer submits this Bid form (Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a (i) Purchase and Assumption Agreement (Whole Bank), (ii) Purchase and Assumption Agreement or (iii) a Loan Sale Agreement.

This is bid number 1
of 1 bids submitted.

I. Whole Bank Purchase and Assumption Transaction with Loss Sharing

The Potential Acquirer is: Rabobank, N.A., El Centro, CA.
(Name, City, State)

For this Whole Bank Transaction, the Purchase and Assumption (Whole Bank), the bid is the dollar amount representing the First Loss Amount that the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank. If no bid is made for a transaction, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.**

The bid amount is:

All Deposits and Unsecured Liabilities \$ No bid.

All Deposits \$ No bid.

Insured Deposits Only \$ 48 million.

This is bid number 1
of 1 bids submitted.

II. Purchase and Assumption Bid

The Potential Acquirer is: Not Applicable.
(Name, City, State)

The following options are to be selected by the Potential Acquirer. Each Section must have an option designated. Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids **must** be included in parenthesis "()".

A. Deposit Franchise Transaction:

The bid amount is:

All Deposits*	<u>No bid% of Assumed Deposits.</u>
Insured Deposits Only	<u>No bid% of Assumed Deposits.</u>

*All Deposits (including Brokered Deposits) will be assumed; bid premium is calculated on All Deposits less Brokered Deposits.

B. Loan Pool Purchase with the Deposit Franchise

<u>Pool #</u>	<u>Description of Pool</u>	<u>Bid</u>
	Single Family Residential	<u>No bid of Book Value</u>
	Mobile Homes	<u>No bid of Book Value</u>
	Assignments	<u>No bid of Book Value</u>
	Commercial Land	<u>No bid of Book Value</u>
	Agriculture	<u>No bid of Book Value</u>
	Residential Land	<u>No bid of Book Value</u>
	Consumer	<u>No bid of Book Value</u>
	Commercial and Industrial	<u>No bid of Book Value</u>
	Commercial Real Estate – Income Producing	<u>No bid of Book Value</u>

This is bid number 1
of 1 bids submitted.

- Exercise the option to purchase certain or all Loan Pools
- Bids on the Loan Pools **are** linked to the deposit franchise bid.
- Bids on the Loan Pools **are not** linked to the deposit franchise bid.

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to the deposit franchise bid.

- Waive the option to purchase certain or all Optional Loan Pools

This is bid number 1
of 1 bids submitted.

III. Loan Pool Purchase

The Potential Acquirer is: Not Applicable.
(Name, City, State)

Loan Pools

<u>Pool #</u>	<u>Description of Pool</u>	<u>Bid</u>
	Single Family Residential	<u>No bid % of Book Value</u>
	Mobile Homes	<u>No bid % of Book Value</u>
	Assignments	<u>No bid % of Book Value</u>
	Commercial Land	<u>No bid % of Book Value</u>
	Agriculture	<u>No bid % of Book Value</u>
	Residential Land	<u>No bid % of Book Value</u>
	Consumer	<u>No bid % of Book Value</u>
	Commercial and Industrial Commercial	<u>No bid % of Book Value</u>
	Real Estate – Income Producing	<u>No bid % of Book Value</u>

A. Note: Linked Bids

Bids on the above Loan Pools:

- [NA] are linked to *each other*
- [NA] are not linked to *each other*

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to each other.

This is bid number 1
of 1 bids submitted.

IV. Resulting Institution Information (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

 X bank
 thrift

(ii) the resulting financial institution

 will
 X will not
involve a de novo institution

(iii) the resulting financial institution

 X will
 will not
be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

Rabobank, N.A.

and such institution will be a:

 X national bank
 state member bank
 state non member bank
 federal savings bank
 state savings bank
 federal savings and loan association
 state savings and loan association
 other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: Rabobank, N.A. is the purchaser. Rabobank, N.A. is a wholly owned subsidiary of the bank holding company VIB Corp.

This is bid number 1
of 1 bids submitted.

Address of holding company: 1498 West Main Street

El Centro, CA 92243

The holding company will be a:

 X bank holding company
 thrift holding company

V. Contact

The following person is the designated contact person for the Potential Acquirer:

Name: Ronald Blok

Title: Chief Executive Officer

Address: 915 Highland Point Drive, Suite 350

Roseville, CA 95678

Telephone: 916 797 8224 (office)

916-769-2858 (other)

Facsimile: 916-784-2347

cc: Name: John Hancock (916) 797-8220

VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the

This is bid number 1
of 1 bids submitted.

a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer

Rabobank, N.A.

By: _____

(signature)



Name: Ronald Blok

Title: Chief Executive Officer

Date: February 3, 2009